

1. 21. 2008 5:09 PM W. Morgan Speer, P.A. 0. 29. 9 Page 1 of 1  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Heart of the Father Restoration Ministries, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
HEART OF THE FATHER RESTORATION MINISTRIES, INC.**

The undersigned acting as incorporator of a not-for-profit corporation under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
Name**

The name of the Corporation is **HEART OF THE FATHER RESTORATION MINISTRIES, INC.** (the "Corporation").

**ARTICLE II  
Tax Exempt Purpose**

The Corporation is organized and shall be operated exclusively for one or more of the following purposes:

1. Religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

2. The Corporation shall be organized and operated as a religious organization that is an integral part of a church, and shall be engaged in performing the functions of a church, in furtherance of the above enumerated purposes exempt from federal income tax under Section 501(c)(3) of the Code.

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3. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the prior enumerated purposes. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

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b.. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

c. In the event it is determined that the Corporation is a private foundation, within the meaning of Code Section 509(a), then for any such period, the Corporation shall also be subject to the following additional limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Code, or the corresponding section of any future federal tax code.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future

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federal tax code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945 of the Code, or the corresponding section of any future federal tax code.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

**ARTICLE III**  
**Membership**

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock. Any other conditions and terms of membership in the Corporation shall be as stated in the By-Laws of the Corporation.

**ARTICLE IV**  
**Perpetual Existence**

This corporation shall have perpetual existence.

**ARTICLE V**  
**Board of Directors**

The initial directors shall be appointed by the Incorporator. The number of directors may be increased or decreased from time to time by the Board of Directors, except that the number of directors shall never be less than three (3). Except for the initial directors, which shall be appointed by the Incorporator, all directors of the Corporation shall be elected in the manner stated in the By-Laws.

**ARTICLE VI**  
**By-Laws**

Except for the initial By-Laws of the Corporation, which shall be adopted by the

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Incorporator, the power to alter, amend or repeal the By-Laws of the Corporation or adopt new By-Laws shall be as provided in the By-Laws.

**ARTICLE VII**  
**Principal office and Mailing Address**

The address of the principal office of the Corporation and its mailing address is 5260 NW 55<sup>th</sup> Boulevard, Apartment 107, Coconut Creek, Florida 33073.

**ARTICLE VIII**  
**Registered Office**

The name and address of the Corporation's initial registered office is W. Morgan Speer, P.A., 1800 Australian Avenue South, Suite 100, West Palm Beach, FL 33409.

**ARTICLE IX**  
**Indemnification**

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members of disinterested directors of the Corporation or otherwise.

**ARTICLE X**  
**Incorporator**

The name and address of the incorporator is:

W. Morgan Speer  
1800 Australian Avenue South, Suite 100  
West Palm Beach, Florida 33409

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal on this 21 day of July, 2008.

W. Morgan Speer  
W. Morgan Speer, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT**

Pursuant to Section 617.0501, Florida Statutes, the following is submitted: That **HEART OF THE FATHER RESTORATION MINISTRIES, INC.**, desiring to organize under the laws of the State of Florida with its principal office in the County of Broward, has named W. Morgan Speer, P.A., 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409, as its agent to accept service of process within this State.

Having been named to accept service of process for the above referenced Corporation, the undersigned does hereby accept the appointment as Registered Agent and agree to act in this capacity.

**W. MORGAN SPEER, P.A.**

By: W. Morgan Speer

Its: **President**

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